

**By-Laws
Office of Environmental Management
Quality Assurance Corporate Board**

Article 1 Name

The name shall be the Environmental Management (EM) Quality Assurance Corporate Board (hereafter referred to as the Board).

Article 2 Mission

The Board will serve a leadership role within EM for overseeing the effectiveness of implementing policies or requirements, and disseminating lessons learned and best practices such that a consistent and effective approach to quality is obtained through independently managed federal and contractor Quality Assurance Programs. The Board will serve as a consensus-building body to facilitate institutionalization of a Quality Assurance (QA) Management System across the EM-Complex. The desired result or overarching mission is to instill a quality culture in EM so that sites perform work safely and correctly and to ensure a stable and qualified QA workforce.

Article 3 Goals and Objectives

The Board will ensure that major QA program decisions and recommendations incorporate and promote the use of the best practices and commonly accepted standards in nuclear industry, including:

- Standardization and consistency in establishment and implementation of QA programs, including Software Quality (SQA) programs, in the EM complex;
- Institutionalization of a QA implementation verification process and proper integration of QA, including SQA, and ISMS;
- Validation of site and contractor compliance to applicable requirements (e.g., 10 CFR 830, DOE O 414.1C, ASME NQA-1);
- Assurance that adequate levels of competent qualified QA and SQA personnel and other resources are available to be able to achieve QA objectives in the EM complex;
- Effective collection, communication, and application of lessons learned throughout the EM complex; and

- Continuous improvement of the overall EM cleanup performance by sustaining a quality culture in the EM complex.

Article 4 Membership

Membership in the Board shall consist of senior EM and contractor representatives. Board membership will consist of a Chair and voting and non-voting members as follows:

Chair:

- Deputy Assistant Secretary for Safety Management and Operations (voting member).

Voting Members:

- Board Chair
- Director, Office of Standards and Quality Assurance (Headquarters QA Manager & Deputy Chair).
- Site Managers or designated alternate (Deputy Manager)¹: Savannah River; Oak Ridge; Portsmouth and Paducah; Idaho; Carlsbad; River Protection; Richland; Consolidated Business Center.
- Chief Nuclear Safety (CNS), Office of the Under Secretary of Energy

Advisors (Non Voting Members):

- Site QA Managers/ES&H Managers.
- Senior Site Contractor Representatives.
- Board Secretary, appointed by the Board and approved by the Chair.
- CNS Staff Representatives

Article 5 Process for Membership Selection

Chair may add or remove non voting members on the Board as program activities warrant. Voting members can only be removed by the Chair through consensus recommendation of the voting Board members. Article 4 will be changed to reflect such changes.

1. Resignation:

No Board member or Officer shall resign without providing written notice to the Board Secretary of their resignation. The resignation of a Board member shall take effect upon receipt by the members of a resignation notice or at such later time as shall be specified in the notice.

¹ Site managers should send an official memorandum to Board Chair identifying their alternate who will have voting rights in their absence at any Board meeting. Further, if a Site Manager can not attend a planned Board meeting, he/she should notify the Board Chair and Deputy Chair by email prior to the meeting.

2. Filling Vacancies:
Voting members will recommend a replacement member of the Board to the Chair. Upon agreement, the new member of the Board will be seated.

Article 6 Duties

1. Chair
 - a. Establishes, implements, and maintains the EM Quality Assurance Program vision, mission, goals, and objectives.
 - b. Has the final approval on all actions the Board undertakes.
 - c. Monitors the work of the Board to ensure that operations of the Board are consistent with the needs and requirements of EM and the Department.
 - d. Serves as Board spokesperson.
2. Deputy Chair (HQ QA Manager)
 - a. Monitors performance of Board actions in order to make appropriate recommendations to the Board.
 - b. Initial point of contact for recommending and obtaining a status of Board actions.
 - c. Ensures that actions of the Board, upon approval of the Chair are implemented.
 - d. Serves as Chairperson of the Board in the absence of the Chair.
3. Board Secretary
 - a. Prepares/Distributes Board meeting agendas for approval by the Chair.
 - b. Notifies participants of Board meetings.
 - c. Tracks issues and work of Board and Board Committees.
 - d. Provides facilitation and logistic support for the Board.
 - e. Serves as liaison to all standing committees of the Board.
 - f. Manages and facilitates the Board's meetings.
 - g. Prepares and issues Board Meeting minutes.
 - h. Maintains Board records.

Article 7 Board Member Roles and Responsibilities

1. Provides solutions, ideas, and suggestions to meet and remove challenges or barriers, respectively, that affect the vision, mission and goals of the EM QA Management System.
2. Actively participates in Board activities.
3. Regularly attends Board meetings.

4. Provides recommendations and prioritization for Board business initiatives.
5. Brings knowledge of and is prepared to discuss perspectives and plans to manage and implement QA programs.
6. Monitors, reviews, and recommends appropriate performance metrics that arise from implementation of Board recommendations.
7. Champions and communicates Board recommendations, and shares lessons learned and best practices at their individual sites and across the DOE-Complex.
8. Ensures adequate DOE staff and contractors are trained in QA principles and procedures and that the DOE staff and contractors are qualified, as appropriate, to Departmental QA and Software Quality Assurance (SQA) guidelines.

Article 8 Advisors

Technical Advisors to the Board may be nominated by voting members from time to time to provide assistance to the Board in the resolution of issues. Technical advisors will only be approved by the Board Chair. These individuals may include: DOE and contractor QA managers at the various sites as well as individuals whose specific areas of expertise will assist the Board

- a. Technical advisors will:
 - i. Serve a temporary assignment on the Board.
 - ii. Not have voting rights to Board recommendations.
 - iii. Obtain support for their assignment from their duty station of record.
 - iv. Provide technical advice to the Chair and other voting members.
 - v. Attend meetings at the request of the Chair or other voting members.

Article 9 Interfaces

The Board will interface with other DOE and contractor QA committees, groups, and organizations as appropriate. The Chair or his designee(s) will be the liaison with the interface groups. Interface groups will include at a minimum:

- Energy Facilities Contractors Group (EFCOG)
- EM/Nuclear Energy/Science SQA Support Group
- DOE/Health, Safety, and Security (HSS) QA Council

Article 10 Committees

The Board Chair will approve or disapprove committees when recommended by the Board. Committees will be established by the Board on a temporary basis to address specific issues of interest by the Board. Committees will:

1. Collect information from all sources within DOE-Complex affecting QA issues of concern.
2. Assign individual investigative teams and actively intervene across all EM for disposition of issues.
3. Assess and determine compliance with recommendations.
4. Assist sites with implementation and monitoring of recommendations.
5. Draw resources from their sites of record.
6. Interact with the EM QA Manager.
7. Provide their recommendations to the Board for review and approval prior to submittal to the Chair.

Article 11 Quorum

The attendance or participation of the Voting Board Members shall constitute a quorum of the Board. Notwithstanding the foregoing, if a member fails to attend a meeting for which proper notice has been given and the absence is not reasonably excused due to emergency or other critical situations, then any five voting Board members and the Chair or Deputy Chair shall constitute a quorum.

Article 12 Meetings

1. The Board meets in person two times a year for regular meetings to review general status of EM QA issues and the status of committee activities. Supplemental meetings may be scheduled as needed to fulfill the Board's responsibilities as determined by the Board Chair, by any appropriate means (e.g., videoconferences, teleconferences, and other electronic means).
2. Written notice of Regular meetings, listing those invited to attend and stating the place, day, and hour of the meeting and the purpose(s) for which the meeting is called, shall be delivered by the Board Secretary no fewer than 30 days before the date of the meeting by electronic or regular mail. The Board Secretary shall issue the agenda for regular meetings no later than 15 days prior to the meeting. Agendas for supplemental meetings shall be issued prior to the meeting, as early as possible.

Article 13 Issue Resolution and Change Process

1. Issues are primarily brought before the Board by the Deputy Chair. However, an issue may be brought before the Board by any voting or

nonvoting member as a representative for any DOE or DOE contractor employee.

2. A request for the Board to consider an issue is submitted to the Board Deputy Chair who will coordinate the request with the Board voting members and the Board Chair. Upon approval of the Board Chair, issues are placed on the Board agenda.
3. As required, the Board will prioritize all issues under its consideration and submit any changes to the Deputy Chair.
4. The Board will review an issue and may recommend to the Deputy Chair:
 - a. Further study,
 - b. Ask for more information,
 - c. To form a sub-committee to prepare advice for the Board,
 - d. To establish a point of contact from the Board for the formation of a committee, and/or
 - e. Deletion from the Board issues.
5. Upon Chair approval of the change, the Deputy Chair changes priorities and schedules.
6. Board members are responsible for ensuring implementation of the change in their individual organizations.

Article 14 Board Consensus Recommendations and Dispute Resolution Process

The Board will make consensus recommendations to the Chair. Consensus is defined as general agreement or accord and includes agreement to implement the decision for DOE operations within their control. Simply, this means that each Board member is comfortable with the recommendation even if it may not be his or her first choice. For Board purposes, consensus will mean substantive agreement among Board voting members on recommendations. However, from time to time, the Board may not be able to reach consensus. On those rare occasions, the Board will direct the Deputy Chair to prepare a majority and minority report summarizing the Boards concerns and issues for submittal to the Board Chair. The Board Chair will then make a determination on the resolution of the issue.

Article 15 Amendments to the By-laws

Amendments to the By-laws may be submitted annually or as necessary to the Board for consideration. The Board will make a consensus recommendation to the Chair for changes to the By-laws, which upon approval the changes will be incorporated.